

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

NOTICE OF ELECTION TO PURSUE STANDALONE RESTRUCTURING

PLEASE TAKE NOTICE THAT on March 23, 2022, Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) each commenced a case by filing a petition for relief under chapter 11 of title 11 of the United States Code.

PLEASE TAKE FURTHER NOTICE THAT on April 20, 2022, the Debtors filed the *Joint Chapter 11 Plan of Salem Harbor Power Development LP and Its Debtor Affiliates* [D.I. 128] (as modified, amended, or supplemented from time to time, the “Plan”)² and the *Disclosure Statement for the Joint Chapter 11 Plan of Salem Harbor Power Development LP and Its Debtor Affiliates* [D.I. 129] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”). The Plan contemplates a “toggle” structure, whereby the Debtors will pursue either a standalone restructuring transaction (the “Standalone Restructuring”) or a sale transaction pursuant to which all, or substantially all, of the Debtors’ assets may be sold (the “Sale Transaction”).

PLEASE TAKE FURTHER NOTICE THAT on April 20, 2022, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (II) Scheduling Certain Dates Related Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving Contract Assumption and Assignment Procedures, and (V) Granting Related Relief* [D.I. 127] (the “Bidding Procedures Order”), authorizing the Debtors to solicit bids and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors’ service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

² Capitalized terms used and not defined have the meanings given to them in the Plan.

conduct an auction, if necessary, in accordance with the procedures set forth therein with respect to the Sale Transaction.

PLEASE TAKE FURTHER NOTICE THAT pursuant to and in accordance with the Bidding Procedures Order, following the Bid Deadline, on June 13, 2022, the Debtors filed that certain *Notice of Cancellation of Auction* [D.I. 242] providing notice of the cancellation of the Auction.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Bidding Procedures Order, the Debtors, in consultation with the Consultation Parties (as defined in the Bidding Procedures), are required to elect to pursue consummation of either the Standalone Restructuring or the Sale Transaction pursuant to the Plan, by no later than June 24, 2022 at 4:00 p.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE THAT the Debtors and their advisors have evaluated the bid received pursuant to the Sale Process and determined, in consultation with the Consultation Parties, that the Standalone Restructuring will maximize value for the Debtors' estates. **Accordingly, the Debtors hereby elect to pursue the Standalone Restructuring.** For the avoidance of doubt, this notice constitutes the Transaction Election contemplated by the Plan and Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider approval of the Disclosure Statement will commence on **June 30, 2022 at 10:30 a.m. (prevailing Eastern Time)**, before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Courtroom No. 4, Wilmington, Delaware 19801 or via remote video.

PLEASE TAKE FURTHER NOTICE THAT copies of the Plan and Disclosure Statement, as well as other filings in the Debtors' Chapter 11 Cases, may be obtained free of charge by: (a) visiting the website maintained by Kroll Restructuring Administration LLC (f/k/a Prime Clerk LLC), the solicitation agent retained by the Debtors in the Chapter 11 Cases (the "Solicitation Agent"), at: <https://cases.ra.kroll.com/salemharbor>; (b) calling the Debtors' restructuring hotline at **(844) 205-7534 (Domestic, toll-free)** or **+1 (646) 813-2944 (International)**; (c) writing to Salem Harbor Power Development LP Ballot Processing Center, c/o Kroll Restructuring Administration LLC (f/k/a Prime Clerk LLC), 850 3rd Avenue, Suite 412, Brooklyn, NY 11232; and/or (d) emailing salemharborinfo@ra.kroll.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not provide legal advice.

[Remainder of page intentionally left blank]

Dated: June 24, 2022

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner
Pauline K. Morgan (No. 3650)
Andrew L. Magaziner (No. 5426)
Katelin A. Morales (No. 6683)
Timothy R. Powell (No. 6894)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253
Email: pmorgan@ycst.com
amagaziner@ycst.com
kmorales@ycst.com
tpowell@ycst.com

- and -

**PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP**

Brian S. Hermann (admitted *pro hac vice*)
John T. Weber (admitted *pro hac vice*)
Alice Nofzinger (admitted *pro hac vice*)
1285 Avenue of the Americas
New York, New York 10019
Tel: (212) 373-3000
Fax: (212) 757-3990
Email: bhermann@paulweiss.com
jweber@paulweiss.com
anofzinger@paulweiss.com

*Counsel to the Debtors and
Debtors in Possession*